

SPECIAL RESOLUTION TO REVISE THE FMANSW CONSTITUTION

To ensure continued good governance, that the constitution of the Farmers Markets Alliance of New South Wales Inc be revised and updated to reflect the recently developed FMANSW strategic plan and to comply with the current NSW Fair Trading Model Constitution for Incorporated Associations, according to the revisions below:

Current clause:

2. Purpose and charter

- (1) The Purpose of the association is summarised as follows:
 - (a) The Farmers Markets Alliance of NSW exists to ensure the interests of genuine farmers markets in New South Wales are represented at local, state and national levels of government and in the public sphere.
 - (b) These interests can be effectively protected by markets endeavouring to operate according to the best practice guidelines promoted by the Australian Farmers' Markets Association. By doing so, they simultaneously protect consumer interests and serve the interests of farmers.
- (2) The Charter of the association is summarised as follows:
 - (a) The Farmers Markets Alliance of NSW will best serve this Purpose through the implementation and administration of a system of accreditation to identify markets that are actively supporting farmers and thereby the food sovereignty of the state of New South Wales.
 - (b) Additionally, the Farmers Markets Alliance of NSW will actively develop and promote policies that support farmers and local food systems and will work to educate consumers about how to distinguish genuine farmers markets from other markets and the importance of supporting genuine farmers markets.

Change to current clause:

2. Purpose and charter

- (1) Purpose of the association:
 - (a) To support the growth of farmers markets in NSW by encouraging best practice in farmers market operations.
- (2) Charter of the association:
 - (a) To serve this purpose, the Farmers Markets Alliance of NSW will work to strengthen the capacity of farmers markets and stall holders by providing support and resources and through developing a system of farmers market accreditation to foster and preserve the trust of consumers.
 - (b) Additionally, the Farmers Markets Alliance of NSW will actively develop and promote policies and practices to local government that support farmers and local food systems and will work to

educate consumers about how to distinguish genuine farmers markets from other markets and the importance of supporting genuine farmers markets.

New additional clause:

22. Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

[subsequent renumbering of clauses that follow]

Current clause:

23. Use of technology

A committee member not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and other committee members to clearly and simultaneously communicate with each other.

Change to current clause:

24. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Current clause:

36. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Change to current clause:

37. Postal or electronic ballots

(1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

New additional clause:

38. Use of technology at general meetings

(1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

(2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

New additional clause:

42. Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

New additional clause:

43. Distribution of property on winding up of association

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

[subsequent renumbering of clauses that follow]